

COOPERATION AGREEMENT

THIS AGREEMENT made this day of December, 1983, by and between BOSTON REDEVELOPMENT AUTHORITY ("the Authority") and AGENCY REALTY CORP., a Massachusetts corporation, Trustee of 140 Federal Street Trust under Declaration of Trust dated August 27, 1975 and recorded with Suffolk Deeds, Book 8814, Page 188, ("the Applicant")

W I T N E S S E T H:

That in consideration of the mutual covenants and agreements herein contained, the parties agree as follows:

1. The Applicant is the owner of the premises at the Northeasterly corner of Federal and High Streets in Boston, Massachusetts comprised of a lot containing approximately 37,300 square feet, bounded by Federal Street, Matthews Street, High Street Place, and High Street on which is located a 24-story brick building numbered 140-156 Federal Street and known as the United Shoe Machinery Building ("USM Building") and a 7-story brick building numbered 132-136 Federal Street, and another lot containing approximately 21,770 square feet, bounded by said High Street Place, Matthews Street, land now or formerly of Annie Leeder and High Street on which is located a 3-story parking garage. Said premises are hereinafter referred to as "the Locus".
2. The Applicant had been pursuing plans for the development of the entire Locus with a new high-rise

office building containing approximately 1,000,000 gross square feet of floor area in replacement of all of the buildings now located on the Locus and in connection with its development plans engaged The Stubbins Associates, Inc. ("Stubbins") which prepared for the Applicant plans and specifications for such a building. On February 10, 1981 the Boston Landmarks Commission voted to designate the USM Building as a Landmark under Chapter 772 of the Acts of 1975. That designation was vetoed by Mayor Kevin H. White. Since the vetoed designation the Boston Landmarks Commission ("Landmarks Commission") has been considering another designation of the USM Building as a Landmark under Chapter 772 of the Acts of 1975 and has held hearings thereon and carried on meetings with representatives of the Applicant with respect to a second designation. The Landmarks Commission and the Applicant have been working together in a spirit of cooperation to permit such second designation of the USM Building as a Landmark and the development of the remainder of the Locus by the demolition of the building known as 132-136 Federal Street and the parking garage and their replacement by a new building as provided in Paragraph 4.

3. The Applicant will cause the USM Building to be rehabilitated and maintained substantially in accordance with the "Report of the Boston Landmarks Commission on the Potential Designation of the United Shoe Machinery

Corporation Building as a Landmark under Chapter 772 of the Acts of 1975" as revised January 27, 1981 and December 20, 1983, the adoption of which was voted by the Landmarks Commission on December 20, 1983. A certified copy of said Report as so adopted and said vote is attached hereto as Exhibit A. The Applicant has engaged Jung/Brannen Associates, Inc. ("Jung/Brannen") as architect to provide drawings and specifications for the rehabilitation of the USM Building and to furnish customary architectural services during the rehabilitation.

4. The rehabilitation of the USM Building and the development of the remainder of the Locus are economically interdependent and are to be carried out in an integrated and contemporaneous manner. Applicant intends to develop the portion of the Locus not occupied by the USM Building in substantially the following manner: the building known as 132-126 Federal Street and the parking garage will be demolished, and there will be constructed on the Locus a new mid-rise office building ("the New Building") meeting the following design criteria:

- A. The New Building will contain approximately 477,000 square feet of gross floor area as defined in the Boston Zoning Code, but not in any event more than 490,000 square feet of gross floor area.

- B. Subject to design refinement and in particular floor heights, the New Building will have a maximum height of approximately 290 feet, but in no event greater than 297 feet measured from the grade of the highest abutting street to the highest parapet, exclusive of mechanical space as defined in the Boston Zoning Code. The intent of these height criteria is that the New Building will contain 22 stories, although the controlling design criteria will be the foregoing height limitations rather than the number of stories. The program further contemplates a subterranean garage in the New Building for approximately 300 cars.
- C. At the present time a decision has not been made by the Applicant as to whether it will apply for designation of the Locus as a Planned Development Area under the Boston Zoning Code. In any event, the design of the New Building will be subject to the customary Authority design review process as the design of the New Building progresses.
- D. The New Building at its base along Federal and High Streets will be joined with the USM Building in an aesthetic, functional, and economic manner which gives due regard to the architectural significance of the USM Building. The low rise portion of the New Building where joined to the USM Building up to the 8th story of the New Building will be

subject to design review by the Landmarks Commission to the extent appropriate to assure compliance with its Report referred to in paragraph 3.

There is attached hereto as Exhibit B preliminary drawings setting forth the present state of the design process. The Applicant has engaged Stubbins as architect to provide drawings and specifications for the New Building and to furnish customary architectural services during its construction.

5. It is anticipated that the development of the New Building will involve discontinuances and abandonments of portions of High Street place and the acquisition by the Applicant of portions thereof owned by the City of Boston.

Finally, it is anticipated that the rehabilitation of the USM Building and the construction of the New Building will also involve the obtaining of various permits, licenses and approvals from municipal, State and Federal bodies and agencies and the granting of exceptions, variances and other departures from the normal application of zoning and building codes and other ordinances and statutes applicable to the rehabilitation of the USM Building and the construction of the New Building. The Authority will informally advise the Applicant concerning, and will actively

cooperate with and publicly support, the Applicant's efforts to obtain from the appropriate municipal, State and Federal bodies and agencies all such permits, licenses and approvals and exceptions, variances and other departures from the normal application of the applicable zoning and building codes and other ordinances and statutes which may be necessary in order to carry out the rehabilitation of the USM Building and the construction of the New Building in the most expeditious and reasonable manner.

IN WITNESS WHEREOF the parties have caused this instrument to be executed in their behalf by their respective officers and agents thereunto duly authorized as of the day and year first above set forth.

APPROVED AS TO FORM:

BOSTON REDEVELOPMENT AUTHORITY

By: _____
Robert J. Ryan
Director

AGENCY REALTY CORP., TRUSTEE OF
140 FEDERAL STREET TRUST

By: _____
President

and

By: MEREDITH & GREW,
INCORPORATED

By: _____
President

Boston Landmarks Commission hereby approves the process which is described in the foregoing Cooperation Agreement relating to the rehabilitation of the USM Building therein referred to and the development of the remainder of the Locus therein referred to as providing appropriately for the rehabilitation of the USM Building and the development of the remainder of the Locus with the New Building therein referred to.

BOSTON LANDMARKS COMMISSION

By: _____
Chairman

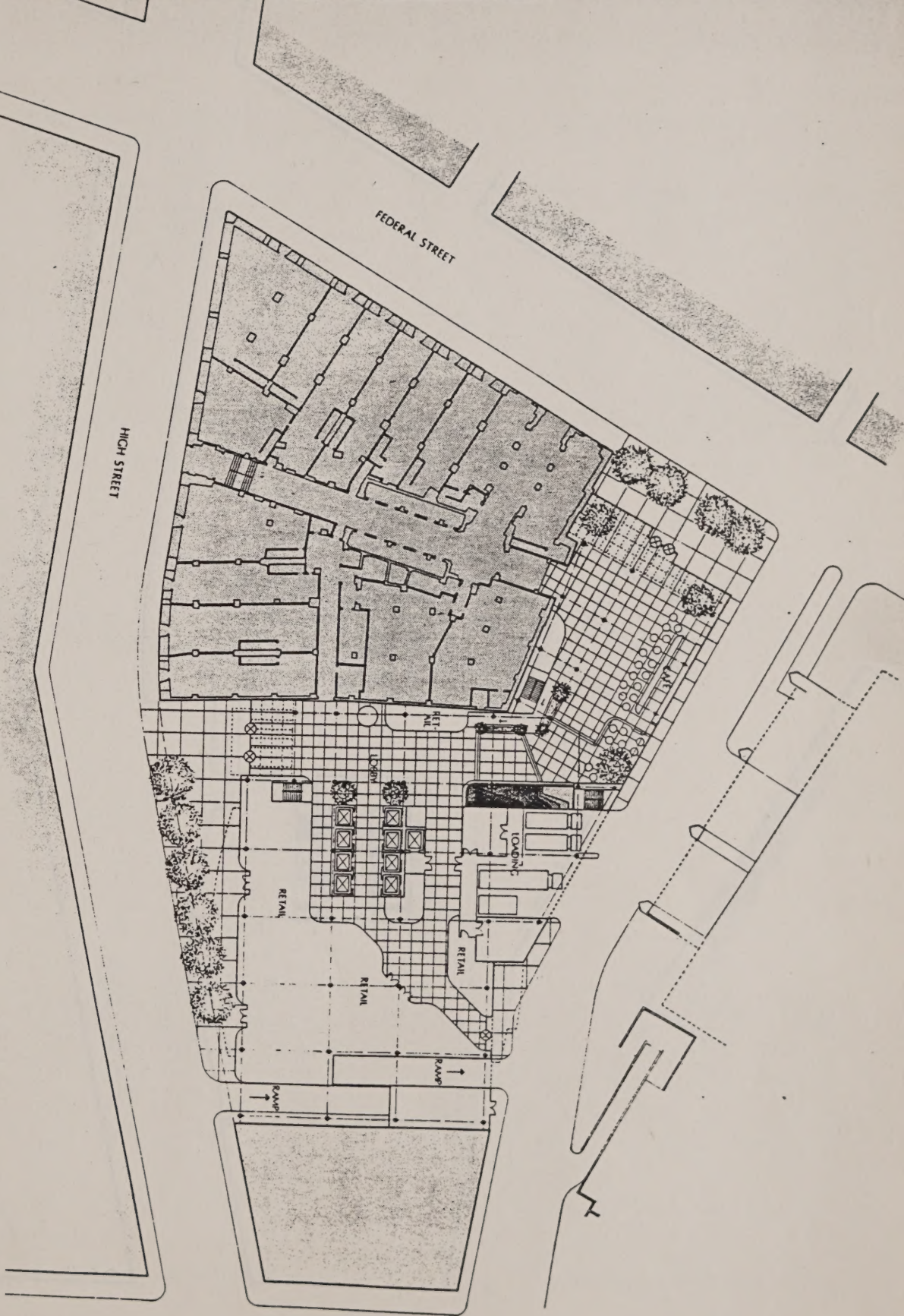
APPROVED:

Mayor of Boston

EXHIBIT B OF THE COOPERATION AGREEMENT
DATED DECEMBER , 1983 BETWEEN THE
BOSTON REDEVELOPMENT AUTHORITY AND
AGENCY REALTY CORP., TRUSTEE OF 140
FEDERAL STREET TRUST

150 FEDERAL STREET, BOSTON

GROUND FLOOR
27,100 ± CSF



0 10 20 40 60
SEPTEMBER 9, 1983

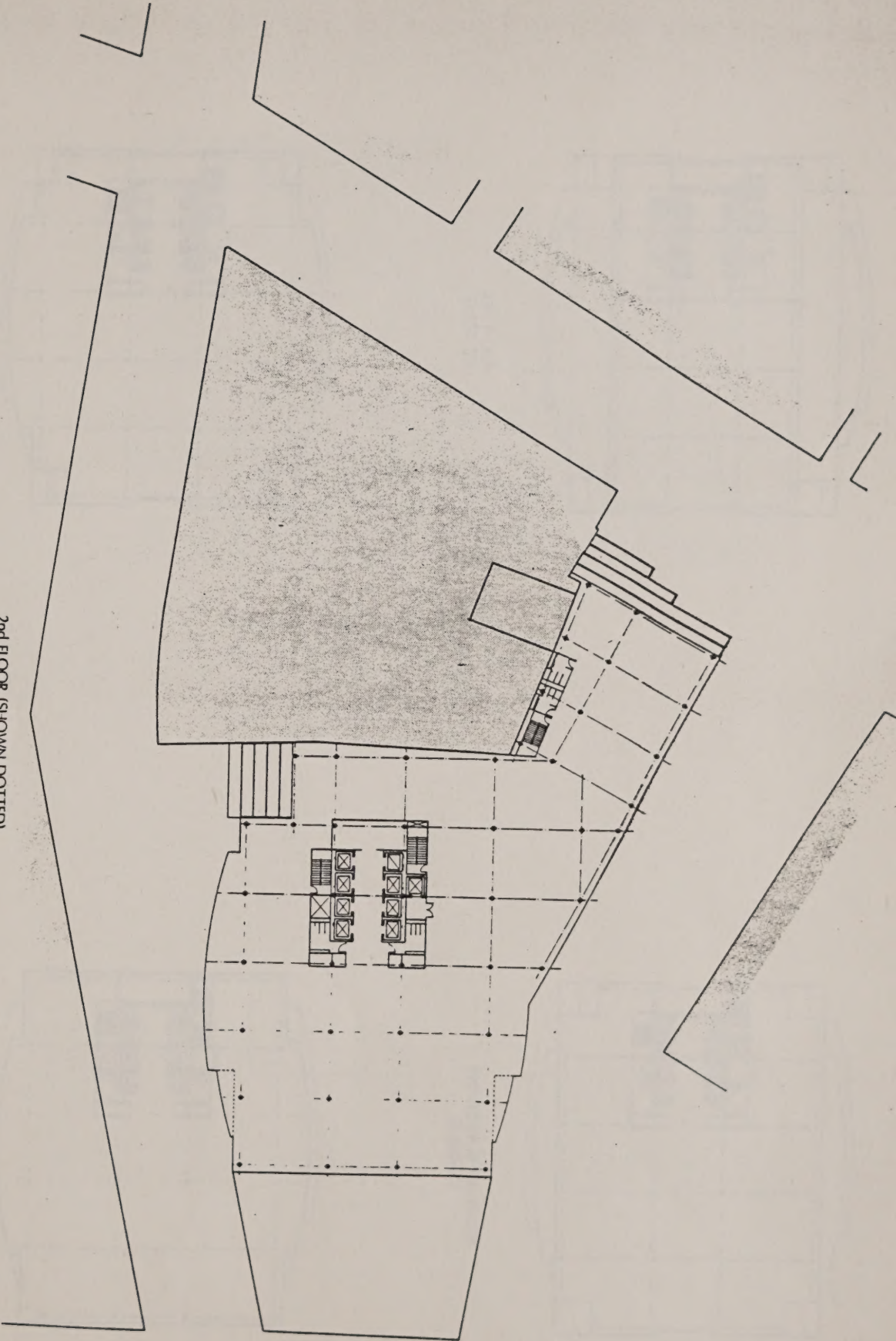
The Stubbins Associates, Inc.
Architects
1033 Massachusetts Avenue
Cambridge, MA

150 FEDERAL STREET, BOSTON

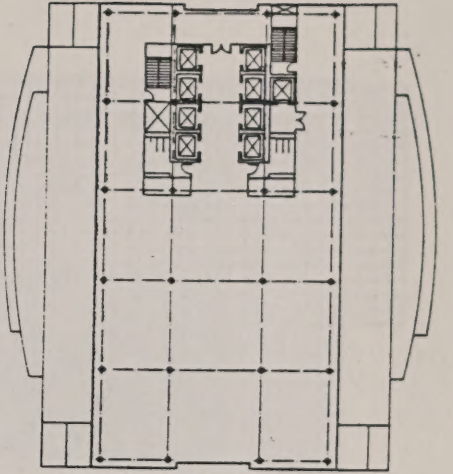
0 10 20 40 60
SEPTEMBER 9, 1983

The Stubbins Associates, Inc.
Architects
100 Massachusetts Avenue
Cambridge, MA

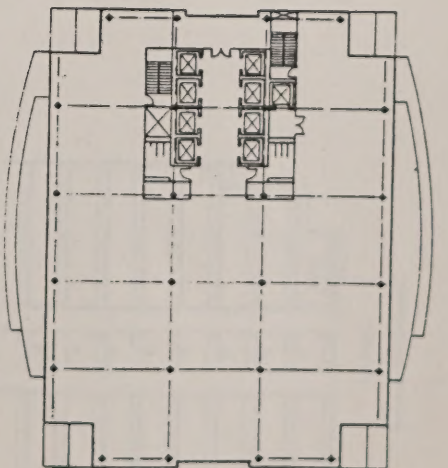
2nd FLOOR (SHOWN DOTTED)
31,100 GSF
3rd FLOOR TO 8th FLOOR
31,300 GSF



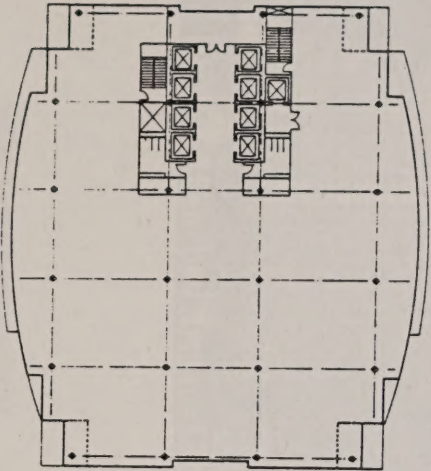
150 FEDERAL STREET, BOSTON



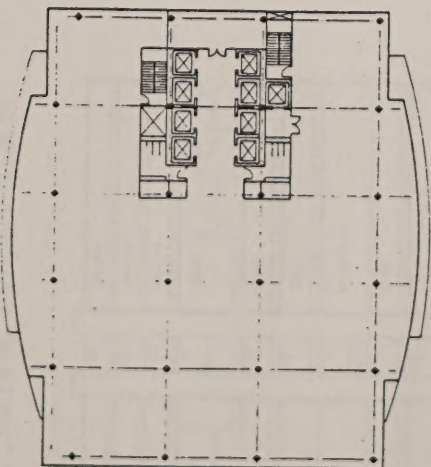
21st FLOOR
12,850 CSF



19th FLOOR & 20th FLOOR
16,600 CSF



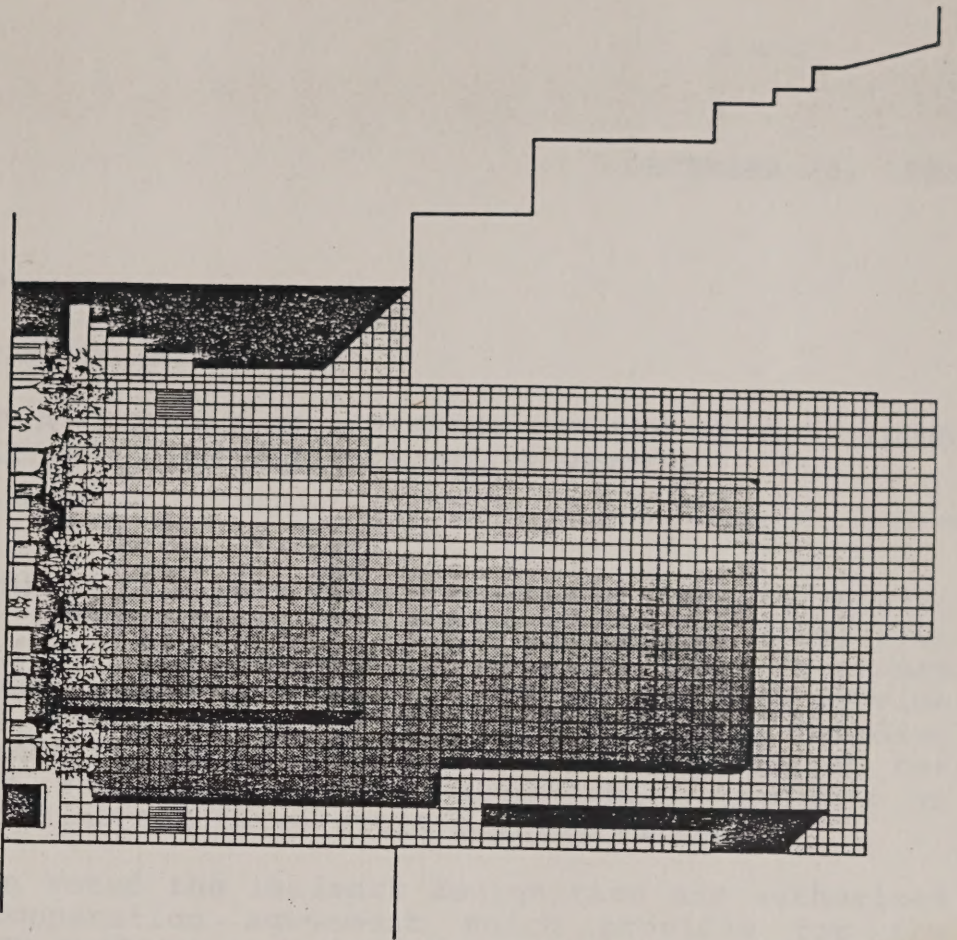
11th FLOOR TO 17th FLOOR
18,650 CSF
18th FLOOR (SHOWN DOTTED)
18,200 CSF



9th FLOOR & 10th FLOOR
19,100 gsf

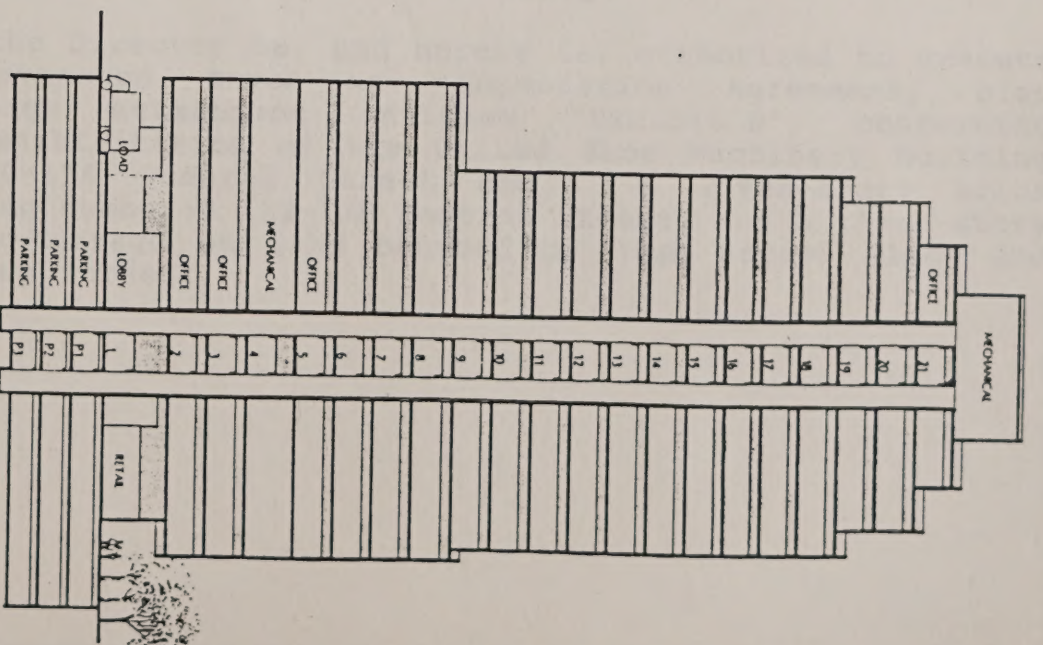
0 10 20 40 60
SEPTMBER 9, 1983

The Stubbins Associates, Inc.
Architects
1033 Massachusetts Avenue
Cambridge, MA



HIGH STREET ELEVATION

150 FEDERAL STREET, BOSTON



NORTH - SOUTH BUILDING SECTION

0 10 20 40 80
SEPT/EMBER 9, 1983

The Stubbins Associates, Inc.
Architects
1033 Massachusetts Avenue
Cambridge, MA

4401

MEMORANDUM

DECEMBER 28, 1983

TO: BOSTON REDEVELOPMENT AUTHORITY

FROM: ROBERT J. RYAN, DIRECTOR

SUBJECT: EXECUTION OF A COOPERATION AGREEMENT CONCERNING THE UNITED SHOE MACHINERY BUILDING AND ADJACENT PROPERTIES

As you are aware, the United Shoe Machinery Building at 140-156 Federal Street, has been under consideration for Boston Landmarks Commission designation for some time. The Landmarks Commission and the owners of the premises have been working in a spirit of cooperation to provide for the designation of the so-called United Shoe Machinery Building (USM Building) as a landmark while, at the same time, providing for the development of the remainder of this site, which includes an existing seven-story building and three-story parking garage.

The Landmarks Commission voted the landmark designation and authorized the execution of a cooperation agreement which provides for the rehabilitation of the USM Building and the development of the remainder of the adjacent properties in an economically-interdependent manner. The two adjacent properties will be demolished and a new mid-rise office building, not to exceed 297 feet and containing no more than 490,000 square feet of floor area, will be developed. The new building will also have an underground parking facility for approximately 300 cars. The low-rise portion new building will join to the existing USM Building up to the eighth floor level and will be esthetically and functionally integrated.

As this Cooperation Agreement outlined the understandings between the parties, it is recommended that the Director be authorized to execute the Agreement on behalf of the Authority.

VOTED: That the Director be, and hereby is, authorized to execute the attached seven-page Cooperation Agreement, plus four-page attachment entitled "Exhibit B", concerning the rehabilitation of the United Shoe Machinery Building at 140-156 Federal Street and a seven-story brick building numbered 132-136 Federal Street, and a three-story parking garage on land bounded by High Street Place and Matthews Street.

